

MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS
OF
NORPHLET CHEMICAL INC.

I, David W. Henry, the secretary of the Board of Directors of Norphlet Chemical Inc, a corporation duly organized and validly existing under the laws of the State of Arkansas ("Corporation"), do hereby certify that a special meeting of the Board of Directors of the Corporation was duly called and held by telephonic conference call on September 12, 2008, in accordance with the Corporation's Articles of Incorporation and the By-Laws and the laws of the State of Arkansas and which said meeting John Garrison, William Spector, Jesse Spector, Fred Bates, Scott Reed, W.L. Cook, Charles L. Long, Robert James, Jim Crotty, Don Dodson and Evert Talbot, being all the members of the Corporation's Board of Directors were in attendance. Also in attendance were Brian Brooks, Nelson Abell, Scott Carter, Vic Forte, David Price and Jim Beachboard.

David Henry performed a roll call of those in attendance.

David Henry advised the Board that the Corporation's Executive Committee had met on September 8, 2008, and that during the September 8, 2008 meeting of the Executive Committee: (a) the Executive Committee and counsel for the Corporation had discussed the complaint filed by the Corporation against John Garrison and Jeff Garrison in the Circuit Court of Union County, Arkansas; (b)counsel for the Corporation advised the Executive Committee that: (i) the depositions of John Garrison and Jeff Garrison were taken on August 11, 2008,and (ii) during those depositions, John Garrison and Jeff Garrison each testified under oath that there was no deal and no agreement as alleged by the Corporation in the Corporation's complaint against John Garrison and Jeff Garrison; (c) although such sworn testimony by John Garrison and Jeff Garrison was contrary to the firm belief of other persons attending the meeting on January 17, 2008, including all of the members of the Executive Committee, the Executive Committee determined that, under all of the circumstances, the subject litigation should be dismissed without prejudice, and the Corporation should move forward; and (d) as a result, the Executive Committee unanimously voted as such meeting September 8, 2008, to nonsuit and dismiss without prejudice the lawsuit filed by the Corporation against John Garrison and Jeff Garrison in the Circuit Court of Union County, Arkansas.

David Henry further advised the Board that, pursuant to the Executive Committee's aforesaid vote on September 8, 2008, the Corporation had nonsuited and dismissed without prejudice the complaint filed by the Corporation against John Garrison and Jeff Garrison in the Circuit Court of Union County, Arkansas.

David Henry then presented the following resolution:

RESOLUTION

“BE IT RESOLVED by the Board of Directors of Norphlet Chemical Inc. that the actions of the Corporation’s Executive Committee authorizing and causing the nonsuit and dismissal without prejudice of the complaint filed by the Corporation against John Garrison and Jeff Garrison in the Circuit Court of Union County, Arkansas, is ratified, approved, and confirmed in all respects.”

W.L. Cook made a motion to approve the resolution as read. Robert James seconded the motion. David Henry asked if there was any discussion. There was no further discussion. The resolution was adopted by a vote of nine (9) Directors voting in favor of the resolution and one (1) Director, John Garrison, abstaining from voting on the resolution. The Directors were polled individually as to their vote.

Evert Talbot said that we have received the engineer’s cost estimate to complete the plant based on the Flouromer’s design from Hunt Guillot in Ruston, Louisiana. He said that the estimate was \$10,000,000.00 and that accuracy factor for the estimate was plus or minus thirty percent (30%). Evert then said that we could have had a ten percent (10%) factor but that it would have taken much longer to complete. John Garrison asked if there was detail to this number since it such a large number. Jim Beachboard said that because of the proprietary nature of the information that the detail would be available for review in the offices of the company. Evert said the cost estimate does not include the administrative costs of the company, catalyst or additional costs from Flouromer. John Garrison asked what the construction time estimate. Evert Talbot said four to five months. John Garrison then asked if this included equipment delivery. Evert Talbot said no and the equipment has not been ordered. William Spector asked when the equipment would be ordered. Evert said when the funds to finish the plant are in place. Evert then said that price of hydrofluoric acid (HF) has risen to \$3.22 a pound and is not even available. He said that Tulstar can not get HF, therefore our contract with Tulstar is cancelled. John Garrison said that he can see no reason to go forward with the project because the economics now make no sense. Evert said that the raw material costs and operational costs will exceed \$4.00 per pound of R134a and the selling price is between \$2.50 and \$3.00. Evert explained the reason for the price increase in HF is the price increase for sulfuric acid. There was a lengthy discussion of the economics. Robert James said that this was not a matter of a vote which was confirmed by Jim Beachboard.

David Henry then asked for a motion to adjourn the meeting. W.L. Cook made the motion and Robert James seconded the motion. It was approved by all eleven (11) of the Directors. The Directors were polled individually as to their vote.

Respectfully submitted this 12th day of September, 2008.

David W. Henry, Secretary

Minutes of telephonic Board Meeting of September 12, 2008 approved at presented.

Fred L. Bates

W.L. Cook

Jim Crotty

Don Dodson

John L. Garrison

Robert James

Charles L. Long

Scott Reed

Jesse Spector

William Spector

Evert Talbot